AN ACT

TO INCORPORATE THE KINGSTON AND FRONTENAC RAILWAY COMPANY.

(Assented to 23rd January, 1869.)

Preamble.

WHEREAS it is expedient to incorporate a Company for the construction of a Railway, with iron or wooden rails, from the City of Kingston to the vicinity of Knowlton Lake, in the Township of Loughborough, with power to extend the said Railway into the Township of Olden or the Township of Oso, and for other purposes: Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

Incorporation.

1. Richard John Cartwright, Esquire, the Honorable Alexander Campbell, John Carruthers, Merchant, John Paton, Esquire, and Orlando S. Strange, Doctor of Medicine, all of the City of Kingston, together with such other persons or corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, shall be and are hereby ordained, constituted and declared to be a body corporate and politic, by and under the name of The Kingston and Frontenac Railway Company.

Certain clauses of the railway Act incorporated.

2. The several clauses of "The Railway Act" of the Consolidated Statutes of Canada, and the amendments thereto, with respect to "Interpretation," "Incorporation," "Powers," "Plans and Surveys," "Lands and their Valuation," "Highways and Bridges," "Fences," "Tolls," "General Meetings," "President and Directors, their Election and Duties," "Calls," "Shares and their Transfer," "Municipalities," "Shareholders," "Actions for Indemnity and Fines and Penalties and their Prosecution," "By-laws, Notices, &c.," "Working of the Railway" and "General Provisions," shall be incorporated with this Act, except in so far as they are inconsistent with or are varied by this Act; and the expression "this Act," when used herein shall be held and understood to include the said clauses incorporated with this Act.

Power to construct railway, etc.

3. The Company shall have power to lay out, construct and maintain a Railway, with wood or iron rails, of not less than three feet six inches gauge from any point within the limits of the City of Kingston, to some point near Knowlton Lake, in the Township of Loughborough, and to extend the same as hereinafter provided into the Township of Olden or the Township of Oso; and to lay out, construct and maintain branch railways, tramways and waggon roads not exceeding seven miles in length to any mine, peat-bog, quarry, mill, lake or river.

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Power to acquire certain lands in Kingston, etc.

4. The Company shall have power to acquire unoccupied lands and unoccupied water-lot property within the City of Kingston, not to exceed in all ten acres, and to acquire in the Township of Loughborough twenty acres, and in the Township of Olden or the Township of Oso twenty acres, for the erection and maintenance thereon of necessary wharves, piers, warehouses, stations, curves and sidings; and to enable the Company to acquire the same, all the provisions of the Railway Act shall be as fully applicable as if the acquisition of such areas of land were authorized by the said Act.

Powers relative to branches, etc.

5. Notwithstanding anything in "The Railway Act" contained, the said Act shall as fully apply to the laying out, construction and maintenance of any branch of the Railway as if such branch formed part of the main line; and for the laying out, construction and maintenance of necessary waggon roads, the Company shall have power to enter upon and construct and maintain the same through the lands, not being a messuage or its curtailage, of any person or corporation, subject to the application of the provisions contained in sections sixteen to thirty-one inclusive, of chapter forty-nine of the Consolidated Statutes of Upper Canada: Provided that if the Municipality within whose jurisdiction such road may be shall desire to assume the same, such road shall be delivered up to the Municipality on payment of the cost thereof, and thereupon the Company shall cease to be responsible for the maintenance or repair of such road; and if such road shall become unnecessary for the use of the Company, and the Municipality shall decline to assume the same as aforesaid, the Company shall have power to dispose of the land occupied by the road by public auction.

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Power to acquire vessels, etc.

6. The Company shall have power to construct, purchase, charter and navigate scows, boats, sail and steam vessels on any lake, river or stream near to, or touched by the Railway for the purposes of traffic therewith.

Requisite notices to be published in county newspaper and *Gazette*.

7. The publication of any notice required by "The Railway Act" or this Act, shall, unless otherwise provided by this Act, be sufficiently made by one publication of the same in a newspaper within the county, and in the Ontario *Gazette;* and the said Ontario *Gazette* shall, on production thereof, be conclusive evidence of the sufficiency of such notice.

Capital stock,

8. The Capital Stock of the said Company shall be one hundred thousand dollars, with power to increase the same in the manner provided by this Act, to be divided into one thousand shares of one hundred dollars each, which amount shall be raised by the persons hereinbefore named, and such other persons and corporations as may become shareholders in the Company; and the money so raised shall be applied, in the first place, to the payment of all fees, expenses and disbursements for procuring the passing of this Act, and for making the surveys, plans and estimates connected with the Railway; and all the rest and remainder of such money shall be applied towards making, completing and maintaining the said Railway, and other purposes of this Act: Provided always, that until the said preliminary expenses shall be paid out of the Capital Stock, it shall be lawful for the Municipality of any County, Town, Village or Township, to pay out of the funds of such Munici-

and application of same.

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pality, either by way of bonus or donation, or by way of loan to the said Company, such preliminary expenses, or any part thereof, as the Council of such Municipality may by resolution direct; and in the case of a loan, any sum thus advanced shall be refunded to the Municipality from the stock of the said Company, or shall be allowed in payment of any stock which may be subscribed for by such Municipality.

Provisional directors and their powers.

9. The persons named in the first clause hereof are constituted the Board of Provisional Directors of the Company, and shall hold office as such, until the first election of Directors under this Act, and shall have power to open stock books, and procure subscriptions of stock for the undertaking, giving at least four weeks previous notice in a newspaper, published in the County of Frontenac and in the Ontario *Gazette*, of the time and place of their meeting for receiving subscriptions; and the said Directors may, in their discretion, exclude any person from subscribing who, in their judgment, would hinder or delay the Company from proceeding with the Railway; and may allot and apportion the stock amongst the subscribers, as to the said Directors shall seem meet; and the said Directors may, in their discretion, cause surveys and plans to be made and executed, and may acquire any plans and surveys now existing, and shall as hereinafter provided, call a general meeting of the shareholders for the election of Directors.

Amount to be paid on subscribing.

10. No subscription for stock in the capital of the Company shall be valid, unless ten per centum shall have been actually paid thereon, within five days after subscription into any one of the chartered banks of this Province, to be designated by the said Directors.

When meeting for the election of directors' to be called.

11. When and so soon as shares to the amount of fifty thousand dollars in the Capital Stock of the said Company shall be taken, and ten dollars per centum shall have been paid thereon into some one of the chartered banks of this Province, and which said amount shall not be withdrawn from such bank, or otherwise applied, except for the purpose of this Railway, or upon the dissolution of the Company, it shall be lawful for the said Provisional Directors of the said Company, for the time being, or a majority of them, to call a meeting of the subscribers for stock therein, for the purpose of electing Directors of the Company, giving at least one month's notice in a newspaper published in the County of Frontenac and in the Ontario *Gazette*, of the time, place and object of such meeting; and at such general meeting, the shareholders present, either in person or by proxy, and who shall have paid ten per centum upon the stock subscribed by them, shall elect five persons to be Directors of the said Company in the manner and qualified as hereinafter provided, which said Directors shall constitute a Board of Directors, and shall hold office until the fourth Wednesday in January in the year following their election.

Board of directors how elected.

Annual general meeting for election of directors.

12. On the said fourth Wednesday in January, and on the fourth Wednesday in January in each year thereafter, there shall be holden a general meeting of the shareholders of the said Company, at which meeting the shareholders shall elect five Directors for the ensuing year, in the manner and qualified as hereinafter provided; and public notice of such annual general meeting

and elections, and of the time and place at which such meeting shall be held, shall be published, for at least one month before the day of election, in a newspaper published in the County of Frontenac and in the *Ontario Gazette*; and all the elections for Directors shall be by ballot, and the persons so selected shall form the Board of Directors.

Qualification of directors.

13. No person shall be elected a Director, unless he shall be the holder and owner of at least ten shares of the stock of the Company upon which all the calls have been paid up.

Who may be shareholders.

14. Aliens as well as British subjects, and whether resident in this Province or elsewhere, may be shareholders in the said Company, and all such shareholders shall be entitled to vote on their shares equally with British subjects, and shall also be eligible to office as Directors in the Company.

Votes of shareholders.

15. In the elections of Directors under this Act, and in the transaction of all business at general shareholders' meetings, each shareholder shall be entitled to vote, either in person or by proxy, and shall be entitled to as many votes as he holds shares; but no shareholder shall be entitled to vote in person, or by proxy, at any such meeting, or at any special meeting of the shareholders of the Company, in respect of any share on which at least ten per centum shall not have been paid, and also all calls due at the time of such election or meeting.

Quorum of directors.

16. At all meetings of the Board of Directors, whether of Provisional Directors, or of those elected by the shareholders, three Directors shall form a quorum for the transaction of business, and the said Board of Directors may employ one or more of their number as paid Director or Directors.

Subscriptions for shares.

17. The said Directors are hereby authorized and empowered to take all necessary steps for procuring subscriptions for shares in the stock books of the Company, from parties desirous of becoming shareholders in the said Company, until the whole of the Capital Stock authorized by this Act shall have been taken up, and to make, execute and deliver all such scrip and share certificates as to the said Directors shall seem expedient.

Calls upon shareholders.

18. The Directors may at any time call upon the shareholders for instalments upon each share, which they or any of them may hold in the Capital Stock of the Company, in such proportion as they may see fit: Provided that no such call or instalment shall exceed the sum of ten dollars per centum upon the amount subscribed for by the respective shareholders in the said Company, and that the amount of any such call in any one month shall not exceed ten dollars per centum upon the stock so subscribed, so that there be one month between each call, until the whole capital be subscribed: Provided also, that upon the occasion of any person or corporation becoming a subscriber for stock in the said Company, it shall be lawful for the Directors of the said Company, for the time being, to demand and receive, to and for the use of the said Company, the sum of ten dollars per centum upon the amount by such person or corporation respectively subscribed, and also the amount of such calls as shall have already been made payable in respect of the stock then

Proviso as to limitation of calls.

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already subscribed, at the time of such person or corporation respectively subscribing for stock; and all persons subscribing to the Capital Stock of the said Company shall be considered proprietors and partners in the same, but shall be liable only to the extent of their unpaid stock therein.

Shares transferable.

19. The shares of the Capital Stock of the said Company shall be transferable, and may, from time to time, be transferred by the respective holders and owners thereof: Provided always, that the original subscribers, or any future transferor, and the transferee shall be always held personally liable to the said Company, and to the creditors thereof, for all or any part of the sums unpaid on such shares by the transferor or original subscriber subscribed, and for all calls thereon, whether due before or after any such transfer; and in any action brought for the recovery of any call or calls upon such stock, the said Company may sue the original subscriber, or the person or persons to whom the same may have been transferred, as the said Directors may elect, and failing to secure payment may enter an action against, and may recover from the original subscriber any unpaid calls on such stock, together with the costs of any previous actions in which the Company may have recovered judgments against any other of the parties liable for such calls.

Proviso as to liability of subscribers.

Municipalities may aid by bonus, etc.

20. Municipal Corporations may grant to the said Railway Company any such sums of money or debentures as may, by the said Municipal Corporations, be thought advisable in the way of bonus or donation, to aid in the construction or equipment of the said Railway, or of any of the works authorized under this Act; and it shall be lawful for the Company to accept such bonus or donation, and to apply any such sums of money or the proceeds of such debentures to the special purpose, if any, for which the same was so granted: Provided always, that the by-law authorizing the grant of such bonus or donation shall be approved of in the manner provided by section two hundred and twenty-six, two hundred and twenty-seven and two hundred and twenty-eight of "An Act respecting the Municipal Institutions of Upper Canada" passed in the session held in the twenty-ninth and thirtieth years of the reign of Her Majesty Queen Victoria.

Petition therefor by majority of freeholders.

21. In case a majority of the persons rated on the last assessment roll as freeholders in any portion of a municipality, do petition the Council of such Municipality, the said petition to define the metes and bounds of the section of the Municipality within which the property of the petitioners is situated, and expressing the desire of the said petitioners to aid in the construction of the said Railway by granting a bonus or donation to the said Company for this purpose, and stating the amount which they so desire to give and grant and to be assessed therefor, the Council of such Municipality shall pass a by-law, provided the said by-law shall be approved of as in sections two hundred and twenty-six, two hundred and twenty-seven and two hundred and twenty-eight of the Municipal Act of eighteen hundred and sixty-six, chapter fifty-one, by the majority of qualified electors in the portion of a Municipality petitioning as aforesaid:—

Amount to be raised by debentures.

(1.) For raising the amount so petitioned for by the freeholders in such portion of the Municipality, by the issue of debentures of the Municipality, payable within twenty years or earlier, and for the payment to the said Company of the amount of said bonus or donation at the time and on the terms specified in the said petition.

Assessment for repayment and sinking fund.

(2.) For assessing and levying upon all the rateable property lying within the section defined by the said petition, an annual special rate sufficient to include a sinking fund for the repayment of debentures, with the interest thereon, which Municipal Councils are hereby authorized to execute and issue in such cases respectively.

Increase of capital and extension.

22. When and so soon as seventy-five per centum of the Capital Stock shall have been fully paid, and at least twenty miles of the Railway shall have been constructed, if it shall at any general meeting of the Company, called for the purpose, be resolved by a vote representing two-thirds of the Capital Stock paid up, to extend the said Railway into one or other of the Townships of Olden or Oso, and for such purpose to increase the Capital Stock of the said Company to any sum not exceeding three hundred thousand dollars, either by the addition of new subscriptions or otherwise, it shall and may be lawful for the said Company to enter upon such extension and increase such capital, and the new shares thereof shall be part of the capital of the Corporation; and the subscribers to such shares shall be members of the said Corporation: Provided always that such increase of capital and the extension of the said Railway shall not take effect until the by-law authorizing the same shall have received the approval of the Lieutenant Governor in Council

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Proceedings after approval by Lieutenant Governor of by-law authorizing extension.

23. Upon the approval of the said by-law by the Lieutenant Governor in Council, the order in council confirming the same shall be published in the Ontario *Gazette*, and upon such publication and the deposit with the Minister of Public Works and in the Office of the Clerk of the Peace for the county, of the map or plan of such extension and the book of reference relating thereto, such extension shall be deemed to be fully authorized, and to be part of the undertaking authorized by this Act; and to the same and to every part thereof, every provision of this Act shall be fully applicable: Provided that until such extension be authorized and approved as aforesaid, the map or plan and book of reference shall comprise only that portion of the Railway between the city of Kingston and the primary terminus near Knowlton lake in the Township of Loughborough.

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Company may become parties to notes, etc.

24. The Company shall have power to become parties to promissory notes and bills of exchange for sums not less than one hundred dollars; and any such promissory notes, or any such bill of exchange drawn or accepted, or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the said Company, shall be binding on the Company; and the President, Vice-President or the Secretary or Treasurer, shall not be individually responsible for the same, unless the said promissory notes or bills of exchange have been issued without the sanction and authority of the Board of Directors as aforesaid: Provided that nothing in this section shall be construed to authorize the Company to

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issue notes or bills of exchange payable to bearer, intended to be circulated as money, or as the notes or bills of a bank.

Directors to make bonds, etc.

25. It shall be lawful for the Directors for the time being, to make, execute and deliver all such bonds, debentures, mortgages or other securities as to the Directors for the time being shall, from time to time, seem expedient, for raising the necessary capital for the time being authorized to be raised by the said Company, or for raising any part thereof: Provided always, that the portion of the capital to be raised by bonds, debentures or mortgages, shall not exceed at any time the amount of the then actual paid up Capital Stock of the said Company and expended on the said road.

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How bonds, etc., executed.

26. All bonds, debentures and other securities shall be executed by the President of the Company, for the time being, and countersigned by the Secretary, and may be made payable to bearer; and all such bonds, debentures and other securities of the said Company, and all dividends and interest warrants or coupons thereon respectively, which shall purport to be payable to bearer, shall be assignable at law by delivery, and may be sued on and enforced by the respective bearers and owners thereof, for the time being, in their own names: Provided always, that no such debentures shall be issued for an amount less than one hundred dollars Provincial currency.

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Form of conveyances to company.

27. Conveyances of lands to the Company may be made in the form set out in schedule A hereunder written, and shall be registered in the manner and upon the proof required under the "Registration of Titles (Ontario) Act;" and no Registrar shall be entitled to more than fifty cents for such registration, together with all entries and certificates in respect of every such conveyance and the duplicate thereof.

When railway to be completed.

28. The said Railway shall be completed from the City of Kingston to the primary terminus in the Township of Loughborough, within two years from the passing of this Act, and the extension thereof into the Township of Olden, or the Township of Oso, within five years from the passing of this Act; and in the event of the non-completion of the said Railway within the time limited, the charter, powers and privileges of the Company shall be forfeited.

SCHEDULE A.

KNOW ALL MEN BY THESE PRESENTS that I *(insert the name of the wife also if she is to release her dower, or for any other purpose to join the conveyance)* in consideration of

paid to me *(or as the case may be)* by The Kingston and Frontenac Railway Company, the receipt whereof is hereby acknowledged, do hereby grant, sell and confirm unto The Kingston and Frontenac Railway Company, their successors and assigns all th certain parcel of land being and composed of *(describe the land)*

to have and to hold the said land and premises, together with everything appertaining thereto, to the said The Kingston and Frontenac Railway Company their successors and assigns for ever *(if dower released, add* and I *(name the wife)* release my dower in the premises.*)*

Witness hand and seal this day of one thousand eight hundred and

Signed sealed, and delivered in presence of E. F. } A. B. [L.S.]
C. D. [L.S.]

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The EDITH *and* LORNE PIERCE COLLECTION *of* CANADIANA

Queen's University at Kingston